

RECORDATION NO. 26031-B  
FILED

JUN 04 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 4, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26031-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

56 boxcars have been remarked within the series ATW 7502 - ATW 7560 (previously bearing TOE reporting marks) and TOE 7500 - TOE 7548 (some previously bearing OAR and TOE reporting marks and numbers) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 04 '09

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MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated December 19, 2005, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 19, 2005 and given recordation number 26031-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of  
May 15, 2009.


INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia       )  
                                  ) ss:  
County of Fulton     )

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

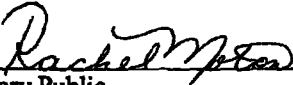
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Rossi  
Title: Senior Director

State of Illinois     )  
                              ) ss:  
County of Cook     )

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



# SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	Car Code
Off Lease	#N/A	100-ton Boxcar	OAR	3360			TOE	7501	A406
Off Lease	#N/A	100-ton Boxcar	OAR	3371			TOE	7520	A406
Off Lease	#N/A	100-ton Boxcar	OAR	3386			TOE	7535	A406
Off Lease	#N/A	100-ton Boxcar	OAR	3397			TOE	7510	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7500			TOE	7500	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7502			ATW	7502	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7503			ATW	7503	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7504			ATW	7504	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7505			ATW	7505	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7506			ATW	7506	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7507			ATW	7507	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7508			ATW	7508	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7509			ATW	7509	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7511			ATW	7511	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7512			ATW	7512	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7513			ATW	7513	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7514			ATW	7514	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7515			ATW	7515	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7516			ATW	7516	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7517			ATW	7517	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7518			ATW	7518	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7519			ATW	7519	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7522			ATW	7522	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7523			ATW	7523	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7524			ATW	7524	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7525			ATW	7525	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7527			ATW	7527	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7528			ATW	7528	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7529			ATW	7529	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7530			ATW	7530	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7531			ATW	7531	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7532			ATW	7532	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7533			ATW	7533	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7534			ATW	7534	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7536			ATW	7536	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7537			ATW	7537	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7538			ATW	7538	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7539			ATW	7539	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7540			ATW	7540	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7542			ATW	7542	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7543			ATW	7543	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7544			ATW	7544	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7546			ATW	7546	A406

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Off Lease	#N/A	100-ton Boxcar	TOE	7549			ATW	7549	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7550			ATW	7550	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7551			ATW	7551	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7552			ATW	7552	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7553			ATW	7553	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7554			ATW	7554	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7556			ATW	7556	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7557			ATW	7557	A406
Off Lease	#N/A	100-ton Boxcar	TOE	7560			ATW	7560	A406
Off Lease	#N/A	100-ton Boxcar	TOE	13209			TOE	7547	A406
Off Lease	#N/A	100-ton Boxcar	TOE	13230			TOE	7548	A406
Off Lease	#N/A	100-ton Boxcar	TOE	13328			TOE	7545	A406
Off Lease	#N/A	100-ton Boxcar	TOE	13364			TOE	7541	A406

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/4/09



\_\_\_\_\_  
Robert W. Alvord